

RECORDATION NO. 25908 FILED

OCT 14 '05 4:40 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 14, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #2 to Full Service Master Lease Agreement, dated June 20, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Suite B  
Maryville, IL 62062

Lessee: Wilmot Transportation and Logistics, Ltd.  
278 Crackel Road  
Aurora, OH 44202

Mr. Vernon A. Williams  
October 14, 2005  
Page Two

A description of the railroad equipment covered by the enclosed document is:

20 gondolas: MWCX 200021 – MWCX 200040, inclusive.

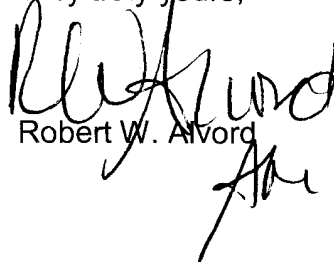
A short summary of the document to appear in the index is:

Memorandum of Schedule #2 to Full Service Master Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm  
Enclosures

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## **MIDWEST RAILCAR CORPORATION**

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### **MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**WILMOT TRANSPORTAION AND LOGISTICS, LTD.**

**as Lessee**

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MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of June 20, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and WILMOT TRANSPORTATION AND LOGISTICS, LTD., an Ohio Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated June 20, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of April 28, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By: 

Richard M. Murphy  
President & CEO

WILMOT TRANSPORTATION AND LOGISTICS, LTD.

By: 

Name: Dennis Wilmot  
Title: President

STATE OF Illinois, <sup>County</sup> Madison, CITY OF Madison, TO WIT:

On this 28 day of June, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 28, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL  
DEBORIS T. BERNARDIN  
[Notarial Seal] Notary Public, State of Illinois  
My Commission Expires 06-28-2007

Deboris T. Bernardin  
Notary Public

My commission expires: 6-28-05

STATE OF OHIO, CITY OF AURORA, TO WIT:

On this 24 day of JUNE, 2005 before me appeared, DENNIS WILMOT, to me personally known, who being by me duly sworn, says that he is a PRESIDENT, of WILMOT TRANSPORTATION AND LOGISTICS, LTD., an Ohio Corporation, that said instrument was signed and sealed on JUNE 24, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Darryl Collins  
Notary Public

My commission expires:



DARRYL COLLINS  
Notary Public, State of Ohio  
My Commission Expires 10-02-08

DESCRIPTION OF RAILCARS

Up to Twenty (20) Gondolas with the reporting following marks:

**MWCX 200021 – 200040, inclusive**